

GRANT OF CONSERVATION EASEMENT

This Grant of Conservation Easement ("Conservation Easement") is made this 30th day of DECEMBER 2002 by and between American Energy Corporation, an Ohio Corporation, its successors and assigns, (the "Grantor") having an address at 43521 Mayhugh Hill Rd., Beallsville, Ohio 43716 and Ohio Stream Preservation, Inc. an Ohio not-for-profit corporation, its successors and assigns (the "Grantee") having an address at P.O. Box 23835 Chagrin Falls, Ohio 44023-0835.

WHEREAS, the Grantor is the owner in fee of certain real property situated in Belmont County, Wayne Township, Ohio, located at 43521 Mayhugh Hill Road, Township Highway 88, known as the Century Mine.

WHEREAS, the Grantor has proposed to construct a certain project on the real property, which project may have environmental impacts to certain surface water bodies located on the real property and will require the Grantor to obtain a 401 water quality certification from the Ohio Environmental Protection Agency ("OEPA") and a 404 Permit from the U.S. Army Corps of Engineers (ACOE); and

WHEREAS, in order to protect the quality of the surface waters located on the real property, the OEPA and ACOE have required that Grantor, as a condition of being issued a 401 water quality certification (#020724, dated September 13, 2002) and a 404 permit (#200101542, dated November 29, 2002), grant a Conservation Easement in and to a portion of the Grantor's real property ("Conservation Easement Area"), which is more particularly identified and depicted on the Wetlands Mitigation Plan, Coarse Coal Refuse Disposal Project ("Exhibit A") and the Proposed Wetlands Construction, Coarse Coal Refuse Disposal Project ("Exhibit B"), both attached hereto, and described on seven (7) Legal Descriptions ("Exhibits C, D, E, F, G, H, I"); and

WHEREAS, Grantee represents to Grantor that it is authorized to acquire and hold conservation easements for the purposes set forth herein under Section 5301.69 of the Ohio Revised Code; and

WHEREAS, Grantee agrees by accepting this grant to honor the intentions of Grantor stated herein and to preserve and protect the conservation values of the Conservation Easement Area for the benefit of this generation and generations to come.

NOW THEREFORE, in consideration of the foregoing premises and the mutual promises and covenants contained herein, and other good and valuable consideration in hand paid, the parties hereto agree as follows:

1. **Grant of Easement:** Grantor hereby grants and conveys to Grantee, its successors and assigns, an estate, interest, easement and servitude in and to the Conservation Easement Area of the nature and character and to the extent hereinafter expressed, to be and to constitute a servitude upon the Conservation Easement Area, which estate, interest, easement and servitude will result from the covenants and restrictions set forth herein and hereby imposed upon the use of the Conservation Easement Area by Grantor, and, to that end and for the purpose of accomplishing the intent of the parties hereto, the Grantor covenants on behalf of itself, its heirs, successors and assigns with the Grantee, its successors and assigns, to do and refrain from doing, severally and collectively, upon the Conservation Easement Area, the various acts hereinafter described, it being hereby agreed and expressed that the doing and the refraining from said acts, and each thereof, is and will be for the benefit of Grantee.